



BOULT • CUMMINGS
CONNERS • BERRY PLC

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2004 OCT 11 PM 2:08

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Email hwalker@boultcummings.com

T.R.A. DOCKET ROOM

October 11, 2004

Hon. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, Tennessee 37243

Re: *Petition of XO Tennessee, Inc. and XO Communications Services, Inc for
Approval of Transfer of Authority*
Docket No. 04-00212

Dear Chairman Miller:

Enclosed please find the original and fourteen (14) copies of the Tennessee Secretary of State documents filed in response to the Order Approving Transfer of Authority issued in the above-captioned docket on October 7, 2004.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By. 
Henry Walker KG

HW/krq

991363 v1
098304-000 10/11/2004

LAW OFFICES
414 UNION STREET • SUITE 1600 • PO BOX 198062 • NASHVILLE • TN • 37219
TELEPHONE 615 244 2582 FACSIMILE 615 252 6380 www.boultcummings.com

Secretary of State**Division of Business Services****312 Eighth Avenue North****6th Floor, William R. Snodgrass Tower****Nashville, Tennessee 37243****DATE: 08/09/04****REQUEST NUMBER: 5203-1395****TELEPHONE CONTACT: (615) 741-2286****FILE DATE/TIME: 08/06/04 1151****EFFECTIVE DATE/TIME: 08/06/04 1630****CONTROL NUMBER: 0446004****TO:****CSC****2711 CENTERVILLE RD.****STE 400****WILMINGTON, DE 19808****RE:****XO COMMUNICATIONS SERVICES, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT****THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.****WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.****FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT****ON DATE: 08/06/04****FROM:****CSC (2711 CENTERVILLE RD)****2711 CENTERVILLE RD.****SUITE 400****WILMINGTON, DE 19808-0000****RECEIVED: FEES \$20.00 \$0.00****TOTAL PAYMENT RECEIVED: \$20.00****RECEIPT NUMBER: 00003566646
ACCOUNT NUMBER: 00250881**

SS-445H

*Riley C. Darnell***RILEY C. DARNELL
SECRETARY OF STATE**

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

RECEIVED
STATE OF TENNESSEE

2004 AUG 6

RILEY DARNELL
SECRETARY OF STATE

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (FOR PROFIT)

For Office Use Only
2004 AUG -5 AM 11:5
RILEY DARNELL
SECRETARY OF STATE
RECEIVED
STATE OF TENNESSEE

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is XO DOMESTIC HOLDINGS, INC.
If different, the name under which the certificate of authority is to be obtained is XO COMMUNICATIONS SERVICES, INC.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 01/05/2000 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is
11111 Sunset Hills Rd. Reston, VA 20190

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is
2908 Poston Ave. Nashville, TN 37203

Street City State/Country Zip Code

Registered agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Please see attached list

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Please see attached list

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is
(date) (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

8/2/04

Signature Date

Executive Vice President

Signer's Capacity

XO DOMESTIC HOLDINGS, INC.

Name of Corporation

Wayne M. Rehberger
Signature

Wayne M. Rehberger

Name (typed or printed)

Delaware

PAGE 1

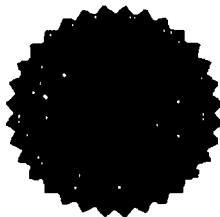
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 2000.



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040570433

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3275055

DATE: 08-04-04

Delaware

PAGE 1

The First State

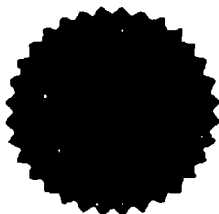
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "XO DOMESTIC HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "XO COMMUNICATIONS SERVICES, INC.", THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004, AT 2:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO DOMESTIC HOLDINGS, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



3154937 8320

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3275061

DATE: 08-04-04